

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,  
  
Debtors.

Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**DESIGNATION OF RECORD AND STATEMENT OF ISSUES  
PRESENTED ON APPEAL FROM MEMORANDUM OPINION  
AND ORDER DENYING THE MOTIONS OF THE FEDERAL  
HOUSING FINANCE AGENCY AND UNDERWRITER  
DEFENDANTS TO COMPEL DOCUMENT DISCOVERY FROM  
THE DEBTORS ENTERED BY THE  
BANKRUPTCY COURT ON OCTOBER 12, 2012**

The Federal Housing Finance Agency (“FHFA”), as Conservator for the Federal Home Loan Mortgage Corporation, by and through its counsel, pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, hereby designates the record and issues presented on appeal to the United States District Court for the Southern District of New York from the *Memorandum Opinion and Order Denying the Motions of the Federal Housing Finance Agency and Underwriter Defendants to Compel Document Discovery from the Debtors* [Docket No. 1813] (the “Order”), entered by the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) in the above-captioned chapter 11 cases on October 12, 2012.

**Statement of Issues Presented on Appeal**

1. Whether the Order, which limits, restrains and affects FHFA from obtaining loan files (the “Loan Files”) from Residential Capital, LLC and its affiliated debtors and debtors in possession (the “Debtors”) in connection with an action commenced by FHFA against non-debtor parties, violates 12 U.S.C. § 4617(f), which prohibits courts from taking “any action to

restrain or affect the exercise of powers or functions of the agency as conservator or receiver,” and which was previously held to deprive courts of jurisdiction to enjoin the Conservator.

2. Assuming that the Order does not violate 12 U.S.C. § 4617(f), whether the Bankruptcy Court correctly concluded that the burden on the Debtors in producing the Loan Files justified the issuance of the Order pursuant to section 105 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

**Designation of Items to Be Included in the Record on Appeal**<sup>1</sup>

No.	Date Filed	Dkt No.	Description
1	7/17/2012	808	Declaration of Kanchana Wangkeo Leung in Support of Motion of the Federal Housing Finance Agency Pursuant to the July 11, 2012 Order of the Honorable Denise L. Cote Seeking Limited Discovery from the Debtors and, if Necessary to that Purpose, Relief from the Automatic Stay
2	7/17/2012	810	Motion of the Federal Housing Finance Agency Pursuant to the July 11, 2012 Order of the Honorable Denise L. Cote Seeking Limited Discovery from the Debtors and, if Necessary to that Purpose, Relief from the Automatic Stay
3	7/20/2012	859	Supplement to July 17, 2012 Motion of the Federal Housing Finance Agency Pursuant to the July 11, 2012 Order of the Honorable Denise L. Cote Seeking Limited Discovery from the Debtors and, if Necessary to that Purpose, Relief from the Automatic Stay

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<sup>1</sup> Items are generally listed as they appear on the Court’s docket. Docket numbers refer to the Bankruptcy Court’s docket unless otherwise indicated. All items designated herein include all exhibits, attachments or other papers included within each docket entry for such item.

<b>No.</b>	<b>Date Filed</b>	<b>Dkt No.</b>	<b>Description</b>
4	7/20/2012	861	Notice of Hearing on (I) Motion of the Federal Housing Finance Agency Pursuant to the July 11, 2012 Order of the Honorable Denise L. Cote Seeking Limited Discovery from the Debtors and, if Necessary to that Purpose, Relief from the Automatic Stay and (II) Supplement to July 17, 2012 Motion of the Federal Housing Finance Agency Pursuant to the July 11, 2012 Order of the Honorable Denise L. Cote Seeking Limited Discovery from the Debtors and, if Necessary to that Purpose, Relief from the Automatic Stay
5	7/26/2012	918	Affidavit of Service for Docket Nos. 808, 810 and 859
6	8/7/2012	1023	Objection to Motion of the Federal Housing Finance Agency for Relief From the Automatic Stay
7	8/10/2012	1086	Federal Housing Finance Agency's Reply in Further Support of its Motion Pursuant to Orders of the Honorable Denise L. Cote Seeking Limited Discovery from the Debtors, and if Necessary to that Purpose, Relief from the Automatic Stay
8	8/14/2012	1141	Affidavit of Service for Docket No. 1086
9	8/28/2012	1293	Non-Ally Underwriter Defendants' Motion in Support of Loan File Discovery from the Debtors and, if Necessary to that Purpose, Relief from the Automatic Stay
10	8/28/2012	1295	Debtors' Supplemental Brief in Support of its Objection to Motion of the Federal Housing Finance Agency for Relief from the Automatic Stay
11	8/28/2012	1296	Declaration of Kanchana Wangkeo Leung In Support Of Supplemental Memorandum of Law of the Federal Housing Finance Agency in Further Support of Request for Limited Discovery from the Debtors and, if Necessary to that Purpose, Relief from the Automatic Stay
12	8/28/2012	1297	Supplemental Memorandum of Law of the Federal Housing Finance Agency in Further Support of Request for Limited Discovery From the Debtors and, if Necessary to that Purpose, Relief from the Automatic Stay

<b>No.</b>	<b>Date Filed</b>	<b>Dkt No.</b>	<b>Description</b>
13	8/28/2012	1299	Statement of Ally Financial Inc. Concerning the Shared Services Agreement
14	8/30/2012	1318	Affidavit of Service of Docket Nos. 1296 and 1297
15	9/4/2012	1339	Debtors' Response to the Non-Ally Underwriter Defendants' Motion in Support of Loan File Discovery From the Debtors and, if Necessary to that Purpose, Relief from the Automatic Stay
16	9/7/2012	1374	Letter to Judge Glenn dated September 7, 2012 regarding Developments in Coordinated FHFA Cases
17	9/7/2012	1377	Proposed Agenda for Matters Scheduled to be Heard on September 11, 2012 at 2:00 p.m.
18	9/10/2012	1392	Letter to Judge Glenn in Response to the September 7, 2012 Letter from Joel C. Haims
19	9/10/2012	1393	Debtors' Exhibit List for Hearing on Motion of the Federal Housing Finance Agency Pursuant to the July 11, 2012 Order of the Honorable Denise L. Cote Seeking Limited Discovery from the Debtors and, if Necessary to that Purpose, Relief from the Automatic Stay
20	9/10/2012	1394	Order signed on 9/10/2012 Denying Debtors' Motion to Adjourn September 11, 2012 Hearing on Motion of FHFA
21	9/10/2012	1406	Amended Notice of Agenda for Matters Scheduled to be Heard on September 11, 2012 at 2:00 p.m.
22	9/12/2012	1424	Debtors' Letter Regarding Second Circuit Court of Appeals' Stay
23	9/14/2012	1444	So Ordered Stipulation and Order signed on 9/14/2012 with Respect to The Federal Housing Finance Agency's July 17 Motion Pursuant to the July 11 2012 Order of the Honorable Denise L. Cote Seeking Limited Discovery from the Debtors and, if Necessary to that Purpose, Relief from the Automatic Stay
24	9/21/2012	1516	Letter to Judge Glenn

<b>No.</b>	<b>Date Filed</b>	<b>Dkt No.</b>	<b>Description</b>
25	10/1/2012	1688	Letter to Judge Glenn Informing the Court that, Earlier Today, the Second Circuit Court of Appeals entered an Order in the UBS Appeal, Denying a Stay of the FHFA Coordinated Actions, on a Final Basis
26	10/12/2012	1813	So Ordered Memorandum Opinion and Order Signed on 10/12/2012 Denying the Motions of The Federal Housing Finance Agency and Underwriter Defendants to Compel Document Discovery from the Debtors
27	10/15/2012	1817	Notice of Appeal of Memorandum Opinion and Order Denying the Motions of the Federal Housing Finance Agency and Underwriter Defendants to Compel Document Discovery from the Debtors

<b>Transcripts</b>		
<b>Docket No.</b>	<b>Status</b>	<b>Description</b>
1215	Ordered	Transcript of Hearing Held on August 17, 2012 at 10:00 a.m.
Not Docketed	Ordered	Transcript of Hearing Held on September 11, 2012 at 2:00 p.m.

Dated: October 29, 2012  
New York, New York

KASOWITZ, BENSON, TORRES &  
FRIEDMAN LLP

/s/ Andrew K. Glenn

Andrew K. Glenn (aglenn@kasowitz.com)

Daniel A. Fliman (dfliman@kasowitz.com)

1633 Broadway

New York, New York 10019

Telephone: (212) 506-1700

Facsimile: (212) 506-1800

*Attorneys for Federal Housing*

*Finance Agency, as Conservator for the Federal*

*Home Loan Mortgage Corporation*

*Partners*